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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

In re	:	x	Chapter 11
	:		
<b>LEHMAN BROTHERS HOLDINGS, INC. et al.,</b>	:		Case No. 08-13555 (JMP)
	:		
Debtors.	:		(Jointly Administered)
	x		

**STIPULATION BETWEEN JONES DAY  
AND THE FEE COMMITTEE REGARDING THE  
SIXTH INTERIM APPLICATION OF JONES DAY, SPECIAL  
COUNSEL TO THE DEBTORS, FOR COMPENSATION AND EXPENSES  
FOR THE PERIOD JUNE 1, 2010 THROUGH SEPTEMBER 30, 2010**

**TO: THE HONORABLE JAMES M. PECK  
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 14, 2010, Jones Day filed the *Sixth Interim Application of Jones Day, Special Counsel to the Debtors and Debtors in Possession, Seeking Allowance and Payment of Interim Compensation and Reimbursement of Actual and Necessary Expenses for the Period from June 1, 2010 Through September 30, 2010* (the “Sixth Fee Application”) [Docket No. 13455] seeking interim fees in the amount of \$11,570,294.70 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$369,641.54;

WHEREAS, Jones Day has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Sixth Fee Application, issued a Confidential Letter Report on April 8, 2011, and entered into a dialogue with Jones Day regarding this application;

WHEREAS, as a result of this dialogue, Jones Day and the Fee Committee have agreed to a reduction in Jones Day’s fees in the amount of \$125,385.13 for professional services rendered and no reduction is warranted in Jones Day’s out-of-pocket expense reimbursement request; and

WHEREAS, notwithstanding this Stipulation, the Sixth Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

#### **STIPULATION**

NOW, THEREFORE, the Fee Committee and Jones Day hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Jones Day’s request for interim compensation and reimbursement of expenses in the reduced amount of \$11,444,909.57 in fees and \$369,641.54 in expenses.

Dated: Madison, Wisconsin  
August 1, 2011

GODFREY & KAHN, S.C.

By: /s/ *Katherine Stadler*

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*Attorneys for Fee Committee*

Dated: New York, New York  
July 29, 2011

JONES DAY

By: /s/ *Ross S. Barr*

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